

**UNANIMOUS WRITTEN CONSENT  
OF THE MEMBERS OF MEYZEN FAMILY REALTY ASSOCIATES, LLC**

The undersigned, being all of the members (the “Members”) of MEYZEN FAMILY REALTY ASSOCIATES, LLC a New York limited liability company (the “Company”), hereby consents to the adoption of the following resolutions:

**WHEREAS**, the undersigned reviewed the financial situation of the Company and consulted legal counsel as to the ramifications of a Chapter 11 Bankruptcy as opposed to other potential financial or legal solutions for the Company.

**RESOLVED:**

**I. Voluntary Petition under the Provisions of Chapter 11 of Title 11 of the United States Code.**

**NOW, THEREFORE, BE IT RESOLVED**, that in the judgment of the Members, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and it is

**RESOLVED FURTHER**, that the members of the Company (the “Authorized Members”), acting alone or with one or more other Authorized Members, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course of operation of the Company.

## **II. Retention of Professionals**

**NOW, THEREFORE, BE IT RESOLVED**, that the Authorized Members be, and hereby are, authorized and directed to employ the law firm of Bronson Law Offices, P.C., as bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings and petitions for relief; and in connection therewith, the Authorized Members, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Bronson Law Offices, P.C., it is

**RESOLVED FURTHER**, that the Authorized Members be, and hereby are, authorized and directed to employ any other professionals to assist Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Members, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

## **III. Bank Accounts**

**RESOLVED FURTHER** that the Authorized Members are authorized and directed to close all existing bank accounts and open Debtor in Possession Bank Accounts with a bank approved by the U.S. Trustee for such purpose, in their discretion.

#### **IV. Further Actions and Prior Actions**

**NOW, THEREFORE, BE IT RESOLVED** that in addition to the specific authorizations heretofore conferred upon the Authorized Members, each of the Members of the Company hereby is, authorized, directed, and empowered, in the name of, and on behalf of Company to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such Members' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions; and it is

**RESOLVED FURTHER**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

/s/ Robert Meyzen  
50% Owner and Member

/s/ Barbara Meyzen  
50% Owner and Member

Dated: Harrison, NY  
September 13, 2018

**I, the Secretary of the Company, hereby certify that the consent attached hereto is true, correct and accurate.**

**IN WITNESS WHEREOF, the undersigned has executed this document as of the thirteenth day of September 2018.**

/s/ Barbara Meyzen  
Barbara Meyzen